

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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HERBERT FRANCL, Derivatively on  
Behalf of RAMBUS INC.,

Plaintiff,

v.

PRICEWATERHOUSECOOPERS LLP,

Defendant,

-and-

RAMBUS INC., a Delaware Corporation,

Nominal Defendant.

CASE NO. 07-CIV-7650 (GBD)

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**DECLARATION OF DANIEL ZWARN**

1. My name is Daniel Zwarn, and I am a partner of PricewaterhouseCoopers LLP ("PwC"). In this capacity, I have or have obtained personal knowledge of the facts set forth in this declaration. I respectfully make this declaration in support of PwC's motion to transfer this action from the U.S. District Court for the Southern District of New York to the U.S. District Court for the Northern District of California pursuant to 28 U.S.C. § 1404(a).

2. PwC, or its predecessor Coopers & Lybrand, has been Rambus' independent outside auditor since 1991. The engagement teams which have performed the audits of Rambus over that time period have been based in PwC's

or Coopers & Lybrand's offices located in the area encompassed by the Northern District of California. Since 1998, PwC's engagement teams performing the Rambus audits have been based in PwC's offices in San Jose, California.

3. The large majority of the actual audit work by PwC on the Rambus engagements has been carried out either at the offices of Rambus in Los Altos, California or at PwC's offices in San Jose, California and San Francisco, California. I am not aware of any audit work on the Rambus engagements being performed in the area encompassing the Southern District of New York.

4. The PwC engagement teams performing the Rambus audits have consisted of partners, managers, staff accountants and related support personnel. Ordinarily a team of ten or more individuals, including at least five accountants, worked on the annual year-end audits of Rambus, principally either at Rambus' or PwC's offices in the Northern District of California.

5. During the relevant time period, four PwC partners have been engagement partners on the Rambus engagement teams: Betty Jo Charles (1998-2000), James Atwell (1998-2000), Harish Khanna (2000-2004), and myself (2005-2006).

6. Ms. Charles remains a partner of PwC and resides in Los Gatos, California.

7. Mr. Atwell is no longer an employee of PwC, but my understanding is that he is employed in the San Jose, California area.

8. Mr. Khanna remains a partner of PwC and resides in San Jose, California.

9. I remain a partner of PwC and reside in Bernardsville, New Jersey. The other members of PwC's current engagement team for Rambus all work and reside in the Northern District of California and work out of PwC's San Jose office.

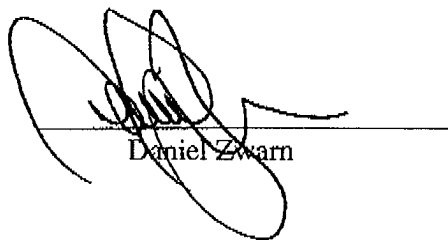
10. Since moving to New Jersey in November 2006, I have divided my time between California and New Jersey, traveling to and working out of PwC's San Jose office in order to perform services for Rambus.

11. PwC generated various types of documents in connection with its audits of Rambus – electronic working papers; hard copy working papers; emails and other electronic documents; and desk files of individual auditors. While certain of these documents have been copied in connection with the investigations relating to Rambus and are now equally accessible in either San Jose or New York, the most comprehensive sets, and the most complete sets of original documents, are located either in PwC's San Jose, California office or in PwC's off-site storage facility, also in San Jose, California.

12. The engagement letters between Rambus and PwC were executed in the area encompassed by the Northern District of California.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 25, 2007  
Morristown, New Jersey



Daniel Zwaren